

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:)
) Chapter 11
)
DELPHI AUTOMOTIVE SYSTEMS LLC) Case No. 05-44640 (RDD)
)
)
)
Debtor.)
-----X

**NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **SPCP GROUP, LLC** ("Transferor")
Two Greenwich Plaza, 1st Floor
Greenwich, CT 06830
Attention: Brian Jarman
2. Please take notice of the transfer, in the amount of \$4,000,000.00, of your general unsecured claim against DELPHI AUTOMOTIVE SYSTEMS LLC, as jointly administered In re: Delphi Corporation, Case No. 05-44481, has been transferred to:

GOLDMAN SACHS CREDIT PARTNERS, L.P. ("Transferee")
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attn: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

An evidence of transfer of claim is attached hereto as Exhibit A. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit B.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2007.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ____ Transferee ____ Debtor's Attorney ____

Deputy Clerk

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
 :
Delphi Automotive Systems, LLC, : Chapter 11
 : Case No. 05-44481
Debtors. : (Jointly Administered)
 :
-----X

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund Ltd. ("Assignor")**, as assignee of Furukawa Electric North America APD, Inc., hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs Credit Partners L.P. ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, \$4,000,000.00 of its general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) (the "Subject Claim") against Delphi Automotive Systems, LLC or any one of its operating subsidiaries, the debtor-in-possession in the chapter 11 reorganization case entitled, *In re: Delphi Automotive Systems, LLC*, Chapter 11 Case, Case No. 05-44481 pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

Assignor hereby waives any objection to the transfer of the Subject Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Subject Claim, Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Subject Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

(The remainder of this page is left blank intentionally. The signatures follow on next page.)

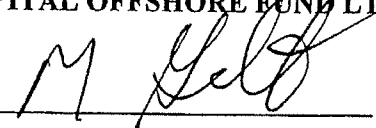
IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 30 day of March, 2007.

**SPCP GROUP, L.L.C., AS AGENT FOR SILVER
POINT CAPITAL FUND, L.P. AND SILVER
POINT CAPITAL OFFSHORE FUND LTD.**

By: _____

Name:

Title:


Michael A. Gatto
Authorized Signatory



GOLDMAN SACHS CREDIT PARTNERS L.P.

By: _____

Name:

Title:

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 30 day of March, 2007.

**SPCP GROUP, L.L.C., AS AGENT FOR SILVER
POINT CAPITAL FUND, L.P. AND SILVER
POINT CAPITAL OFFSHORE FUND LTD.**

By: _____
Name:
Title:

GOLDMAN SACHS CREDIT PARTNERS L.P.

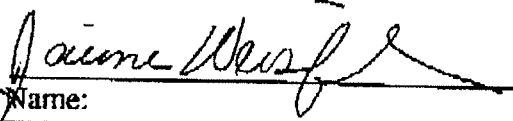
By: 
Name:
Title: Jaime Weisfelner
Authorized Signatory

EXHIBIT B

Address for Notices:

Goldman Sachs Credit Partners L.P.
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attention: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.
New York, New York
ABA No.: 021000089
Acct. No.: 40717188
Acct. Name: Goldman Sachs Credit Partners L.P.
Reference: Delphi (Trade Claim) from SPCP
Attention: Bank Loan Operations – Philip F. Green